

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re: )  
CIRCUIT CITY STORES, INC., ET AL., ) Case No. 08-35653  
Debtors. ) Chapter 11  
 ) Jointly Administered  
 )  
 )  
 )  
 )

**ORDER GRANTING MOTION OF MARBLEGATE ASSET MANAGEMENT, LLC  
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

This matter came before the Court on the Motion (the “Motion”)<sup>1</sup> of Marblegate Asset Management, LLC, the investment manager of Marblegate Special Opportunities Master Fund LP (“Marblegate Master Fund”), for an Order, pursuant to 11 U.S.C. §§ 503(a) and (b)(9), directing the allowance and payment of Marblegate Master Fund’s administrative expense claim in the amount of at least \$3,878,428.88 for goods received by Circuit City Stores, Inc. within twenty (20) days prior to the filing of Circuit City Stores, Inc. bankruptcy petition (the “Petition Date”). Upon consideration of the Motion, the evidence, and all related pleadings, the Court finds as follows:

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Counsel for Marblegate Asset Management, LLC

<sup>1</sup> Capitalized terms not defined herein have the meanings ascribed to them in the Motion.

1. The Court has jurisdiction over these bankruptcy cases and the Motion pursuant to 28 U.S.C. §§ 157 and 1334.

2. Venue of these bankruptcy cases and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

4. Proper and adequate notice of the Motion and the hearing on the Motion has been given to all necessary parties.

5. Based on the facts presented and the relevant evidence, Marblegate Master Fund is entitled to the relief requested in the Motion and cause exists to grant the relief as provided herein.

WHEREFORE, based on these findings, and finding that cause exists, and otherwise finding it reasonable and necessary to do so, it is hereby ORDERED, ADJUDGED, AND DECREED as follows:

1. The Motion is Granted in its entirety.

2. Marblegate Master Fund is allowed an administrative expense claim pursuant to 11 U.S.C. § 503(b)(9) in the amount of \$3,878,428.88 for goods shipped to Circuit City Stores, Inc. within twenty (20) days of the Petition Date.

3. Circuit City Stores, Inc. is directed to pay \$3,878,428.88 to Marblegate Master Fund as soon as practicable, but no later than the effective date of any confirmed plan of reorganization in the Debtors' cases.

4. The Clerk is directed to send copies of this Order as entered to the parties on the Service List at the addresses set forth below.

Dated: \_\_\_\_\_  
Richmond, Virginia

**HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE**

Entered on Docket: \_\_\_\_\_

WE ASK FOR THIS:

/s/ Robert S. Westermann  
Counsel

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**CERTIFICATE OF ENDORSEMENT**

I hereby certify that all necessary parties have endorsed this Order as required by Local Bankruptcy Rule 9022-1(C).

/s/ Robert S. Westermann

**Service List for Copies of Entered Order:**

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